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AMDOCS LTD
Form SC 13D/A
August 08, 2002

CUSIP NO. G02602 10 3

Page 1 of 9 Pages

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 1)1

Amdocs Limited

(Name of Issuer)

Ordinary Shares

(Title of Class of Securities)

G02602 10 3

(CUSIP Number)

Welsh, Carson, Anderson
& Stowe IX, L.P.,
320 Park Avenue, Suite 2500
New York, New York 10022
Attention: Jonathan M. Rather
Tel. (212) 893-9500

Robert A. Schwed, Esq.
Reboul, MacMurray, Hewitt
& Maynard
45 Rockefeller Plaza
New York, New York 10111
Tel. (212) 841-5700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

August 2, 2002

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G
to report the acquisition which is the subject of this Schedule 13D,
and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or
13d-1(g), check the following box [].

1The remainder of this cover page shall be filled out for a reporting
person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter disclosures provided in a prior cover page. The information required on
the remainder of this cover page shall not be deemed to be "filed" for the
purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise
subject to the liabilities of that section of the Act but shall be subject to
all other provisions of the Act.

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CUSIP NO. G02602 10 3

Page 2 of 9 Pages

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	Welsh, Carson, Ander- son & Stowe IX, L.P.

2)	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>

3)	SEC Use Only	

4)	Source of Funds	WC

5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	Not Applicable

6)	Citizenship or Place of Organization	Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7)	Sole Voting Power 10,907,767 Ordinary Shares
	8)	Shared Voting Power -0-
	9)	Sole Dispositive Powe 10,907,767 Ordinary Shares
	10)	Shared Dispositive Power -0-

11)	Aggregate Amount Beneficially Owned by Each Reporting Person	10,907,767 Ordinary Shares

12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	

13)	Percent of Class Represented by Amount in Row (11)	5.1%

14)	Type of Reporting Person	PN

CUSIP NO. G02602 10 3

Page 3 of 9 Pages

Edgar Filing: AMDOCS LTD - Form SC 13D/A

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	Welsh, Carson, Ander- son & Stowe VII, L.P.

2)	Check the Appropriate Box if a Member of a Group	(a) [X] (b) []

3)	SEC Use Only	

4)	Source of Funds	Not Applicable

5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	Not Applicable

6)	Citizenship or Place of Organization	Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7)	Sole Voting Power 5,527,054 Ordinary Shares
	8)	Shared Voting Power -0-
	9)	Sole Dispositive Power 5,527,054 Ordinary Shares
	10)	Shared Dispositive Power -0-

11)	Aggregate Amount Beneficially Owned by Each Reporting Person	5,527,054 Ordinary Shares

12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares	

13)	Percent of Class Represented by Amount in Row (11)	2.6%

14)	Type of Reporting Person	PN

CUSIP NO. G02602 10 3

Page 4 of 9 Pages

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	Welsh, Carson, Ander- son & Stowe VI, L.P.

2)	Check the Appropriate Box if a Member of a Group	(a) [X] (b) []

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3)	SEC Use Only		

4)	Source of Funds		Not Applicable

5)	Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		Not Applicable

6)	Citizenship or Place of Organization		Delaware

Number of Shares Beneficially Owned by Each Reporting Person With	7)	Sole Voting Power	1,614,792 Ordinary Shares
	8)	Shared Voting Power	-0-
	9)	Sole Disposi- tive Power	1,614,792 Ordinary Shares
	10)	Shared Dis- positive Power	-0-

11)	Aggregate Amount Beneficially Owned by Each Reporting Person		1,614,792 Ordinary Shares

12)	Check if the Aggregate Amount in Row (11) Excludes Certain Shares		

13)	Percent of Class Represented by Amount in Row (11)		0.8%

14)	Type of Reporting Person		PN

CUSIP NO. G02602 10 3

Page 5 of 9 Pages

1)	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)		WCAS Capital Partners III, L.P.

2)	Check the Appropriate Box if a Member of a Group	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	

3)	SEC Use Only		

4)	Source of Funds		Not Applicable

5)	Check if Disclosure of Legal Proceedings Is		Not Applicable

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Required Pursuant to
Items 2(d) or 2(e)

6) Citizenship or Place of Organization	Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7) Sole Voting Power	1,443,494 Ordinary Shares
	8) Shared Voting Power	-0-
	9) Sole Dispositive Power	1,443,494 Ordinary Shares
	10) Shared Dispositive Power	-0-
11) Aggregate Amount Beneficially Owned by Each Reporting Person		1,443,494 Ordinary Shares
12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares		
13) Percent of Class Represented by Amount in Row (11)	0.7%	
14) Type of Reporting Person	PN	

CUSIP NO. G02602 10 3

Page 6 of 9 Pages

Amendment No. 1 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with the Securities and Exchange Commission on July 15, 2002 (the "Schedule 13D"). Terms defined on the Schedule 13D are used herein as so defined.

The Schedule 13D is hereby amended as follows:

Item 3. Source and Amount of Funds and Other Consideration.

Item 3 is hereby amended to add the following thereto:

Between July 29, 2002 and August 6, 2002, WCAS IX purchased an aggregate 4,151,165 Ordinary Shares in open market transactions, at an average purchase price of \$7.80 per share. The source of funds for such purchases was WCAS IX's working capital, or funds available for investment. The managing members of IX Associates also purchased, between July 29, 2002 and August 6, 2002, an aggregate 124,535 Ordinary Shares in open market transactions, at an average purchase price of \$7.80 per share. The sources of funds for such

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purchases were such individuals' personal funds.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read in its entirety as follows:

The information below is based on a total of 215,521,000 Ordinary Shares outstanding as of June 30, 2002.

(a)

WCAS IX

WCAS IX owns 10,907,767 Ordinary Shares, or approximately 5.1% of the Ordinary Shares outstanding. IX Associates, as the general partner of WCAS IX, may be deemed to beneficially own the securities owned by WCAS IX.

WCAS VII

WCAS VII owns 5,527,054 Ordinary Shares, or approximately 2.6% of the Ordinary Shares outstanding. VII Partners, as the general partner of WCAS VII, may be deemed to beneficially own the securities owned by WCAS VII.

WCAS VI

WCAS VI owns 1,614,792 Ordinary Shares, or approximately 0.8% of the Ordinary Shares outstanding. VI Partners, as the general partner of WCAS VI, may be deemed to beneficially own the securities owned by WCAS VI.

WCAS CP III

WCAS CP III owns 1,443,494 Ordinary Shares, or approximately 0.7% of

CUSIP NO. G02602 10 3

Page 7 of 9 Pages

the Ordinary Shares outstanding. CP III Associates, as the general partner of WCAS CP III, may be deemed to beneficially own the securities owned by WCAS CP III.

Managing Members of IX Associates and CP III Associates and
General Partners of VII Partners and VI Partners

(i) Patrick J. Welsh directly beneficially owns 877,459 Ordinary Shares, or approximately 0.4% of the Ordinary Shares outstanding.

(ii) Russell L. Carson directly beneficially owns 619,089 Ordinary Shares, and indirectly beneficially owns (through trusts for the benefit of his children) 15,400 Ordinary Shares, or in the aggregate 634,489 Ordinary Shares or approximately 0.3% of the Ordinary Shares outstanding.

(iii) Bruce K. Anderson directly beneficially owns 1,638,768 Ordinary

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Shares, or approximately 0.8% of the Ordinary Shares outstanding.

(iv) Thomas E. McInerney directly beneficially owns 656,730 Ordinary Shares, or approximately 0.3% of the Ordinary Shares outstanding.

(v) Robert A. Minicucci directly beneficially owns 298,338 Ordinary Shares, or approximately 0.1% of the Ordinary Shares outstanding.

(vi) Anthony J. deNicola directly beneficially owns 81,449 Ordinary Shares, and indirectly beneficially owns (through a family foundation) 3,000 Ordinary Shares, or in the aggregate 84,449 Ordinary Shares or approximately 0.3% of the Ordinary Shares outstanding or less than 0.1% of the Ordinary Shares outstanding.

(vii) Paul B. Queally directly beneficially owns 46,055 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(viii) Lawrence B. Sorrel directly beneficially owns 25,045 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(ix) Jonathan M. Rather directly beneficially owns 5,030 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(x) John D. Clark directly beneficially owns 1,674 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(xi) Sanjay Swani directly beneficially owns 1,674 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(xii) D. Scott Mackesy directly beneficially owns 4,184 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(xiii) James R. Matthews directly beneficially owns 1,674 Ordinary Shares, or less than 0.1% of the Ordinary Shares outstanding.

(b) The managing members of IX Associates and CP III Associates and general partners of VII Partners and VI Partners may be deemed to share the

CUSIP NO. G02602 10 3

Page 8 of 9 Pages

power to vote or direct the voting of and to dispose or direct the disposition of the Ordinary Shares owned by WCAS IX, WCAS CP III, WCAS VII and WCAS VI, respectively. Each such person has the sole power to vote or direct the voting of and to dispose or direct the disposition of only the Ordinary Shares that he directly beneficially owns. Each of the managing members of IX Associates and CP III Associates and general partners of VII Partners and VI Partners disclaims beneficial ownership of all Ordinary Shares other than the shares he owns directly or by virtue of his indirect pro rata interest, as a managing member of IX Associates and/or CP III Associates and/or general partner of VII Partners and/or VI Partners, in the shares owned by WCAS IX, WCAS CP III, WCAS VII and/or WCAS VI.

(c) Except as described in Item 3 above, none of the entities or individuals identified in Item 2 above has effected any transactions in the Ordinary Shares in the 60 days prior to the date of this statement.

(d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of, the Ordinary

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Shares owned by the Reporting Persons.

(e) Not Applicable.

CUSIP NO. G02602 10 3

Page 9 of 9 Pages

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WELSH, CARSON, ANDERSON & STOWE IX, L.P.
By: WCAS IX Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

WELSH, CARSON, ANDERSON & STOWE VII, L.P.
By: WCAS VII Partners, L.P., General Partner

By: /s/ Jonathan M. Rather

General Partner

WELSH, CARSON, ANDERSON & STOWE VI, L.P.
By: WCAS VI Partners, L.P., General Partner

By: /s/ Jonathan M. Rather

Attorney-in-Fact

WCAS CAPITAL PARTNERS III, L.P.
By: WCAS CP III Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

Dated: August 7, 2002